

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

GENESIS CARE PTY LIMITED, *et al.*,<sup>1</sup>

Debtors.

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Chapter 11

Case No. 23-90614 (MI)

(Jointly Administered)

**Re: Docket No. 388**

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**NOTICE OF TRANSACTION**

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On June 1, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101–1532.

On July 31, 2023, the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) entered the *Order Approving (I) Procedures for De Minimis Asset Transactions, (II) Guidelines Related to Certain Wind-Downs, and (III) Granting Related Relief* [Docket No. 388] (the “Transaction Procedures Order”), whereby the Bankruptcy Court authorized the Debtors to use, sell, transfer, swap, or acquire certain assets, including any rights or interests therein (collectively, the “De Minimis Assets”).

Pursuant to the Transaction Procedures Order, the Debtors propose to sell or acquire the De Minimis Assets (the “Transaction Assets”) set forth and described on **Exhibit A** attached hereto (the “Transaction”) and further described in that certain asset sale agreement (as amended from time to time, the “ASA”) between Lumonus AU Pty Ltd, Lumonus Digital Pty Ltd, and Lumonus US LLC, as purchasers (the “Purchasers”), and GenesisCare Solutions AU Pty Ltd, Genesis Specialist Care Holding UK Limited, Genesis Cancer Care UK Limited, Advanced Dosimetry Solutions LLC, GenesisCare Solutions US LLC, and GenesisCare Pty Ltd, as sellers (the “Sellers”). For each Transaction, **Exhibit A** provides: (a) identification of the De Minimis Assets being used, sold, acquired, or transferred; (b) identification of the purchaser or seller of the De Minimis Assets and any material relationship such purchaser or seller has with the Debtors, as applicable; (c) the identities of holders known to the Debtors as holding liens on the De Minimis Assets, if any; (d) the purchase price; (e) the material economic terms and conditions of the sale, acquisition, or transfer; (f) any commission, fees, or similar expenses to be paid in connection with such transaction; and (g) identification of any known or suspected regulatory liabilities, filings or obligations associated with the De Minimis Assets, including the party to

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://restructuring.ra.kroll.com/GenesisCare>. The location of the Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is: 1419 SE 8th Terrace, Suite 200, Cape Coral, Florida 33990.

assume responsibility for such liabilities, filings, or obligations following the proposed sale or acquisition.

Pursuant to the Transaction Procedures Order, the Debtors hereby provide notice of the Transaction (this “Transaction Notice”) to (a) any known directly affected creditor(s), including counsel to any entity asserting a Lien<sup>2</sup> or other interest in the relevant De Minimis Assets, if known; (b) the United States Trustee for the Southern District of Texas; (c) counsel to the Official Committee of Unsecured Creditors; (d) counsel to the Ad Hoc Term Lender Group; (e) counsel to the DIP Agent; (f) counsel to KKR & Co. L.P.; (g) counsel to China Resources (Holdings) Co., Ltd.; and (h) those parties requesting notice pursuant to Bankruptcy Rule 2002 (each, a “Transaction Notice Party” and collectively, the “Transaction Notice Parties”).

Pursuant to the Transaction Procedures Order, if the terms of Transaction are materially amended after transmittal of this Transaction Notice, the Debtors will send an amended Transaction Notice (the “Amended Transaction Notice”) to the Transaction Notice Parties.

If no written objection is filed with the Court **by the later of (a) ten (10) calendar days after the filing of this Transaction Notice and (b) three (3) calendar days after the filing of an Amended Transaction Notice, as applicable** (the “Objection Period”), the Debtors are authorized to consummate the Transaction immediately; *provided, however*, that any Transaction Notice Parties shall have the right to object to the Transaction by notifying the Debtors in writing (which notice may be provided electronically) of such objection **within the Objection Period** without the need to file a formal objection with the Court (an “Objection Notice”). If the Debtors receive an Objection Notice, and, after good faith negotiations, the Debtors and such Transaction Notice Party are unable to resolve such objection consensually, such Transaction Notice Party shall have **two (2) business days after being notified by the Debtors that the objection has not been resolved to file a formal objection with the Court**. The matter shall be resolved by the Court (or by withdrawal of the formal objection) prior to the closing of the Transaction at a hearing to be scheduled as soon as reasonably practicable and in accordance with the Court’s calendar.

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<sup>2</sup> Capitalized terms used but not defined herein have the meanings given to such terms in the Transaction Procedures Order, or the ASA, as applicable.

Houston, Texas

Dated: January 22, 2024

/s/ Genevieve M. Graham

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*Co-Counsel to the Debtors  
and Debtors in Possession*

*Co-Counsel to the Debtors  
and Debtors in Possession*

**Certificate of Service**

I certify that on January 22, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Genevieve M. Graham

Genevieve M. Graham

**Exhibit A**

<b>Required Notice Information</b>	
Identification of the De Minimis Assets being used, sold, acquired, or transferred.	All of Sellers' right, title, and interest in the Business; the Documents Precedents; the Contracts; the Records; the Fixed Assets; the IT Assets; the benefit of the Sellers subsisting at Completion under any warranty, term, condition, guarantee or indemnity in favor of a Seller in relation to any Contract, Fixed Asset or IT Asset; each other asset that is owned by the Seller and is used exclusively in the Business at Completion; and certain Intellectual Property Rights; including but not limited to those Assets listed on <u>Schedule 2</u> to the ASA but under no circumstances including the Excluded Assets listed on <u>Schedule 4</u> to the ASA.
Sellers of the De Minimis Assets.	The Sellers.
Purchasers of the De Minimis Assets.	The Purchasers.
Material relationship such purchaser has with the Debtors, as applicable	N/A
The identities of holders known to the Debtors as holding liens on the De Minimis Assets, if any.	N/A
The purchase price.	\$5,000,000.00.
The material economic terms and conditions of the sale, acquisition, or transfer.	The Sellers agree to sell, and the Purchasers agree to buy, the De Minimis Assets free from any Encumbrance.

Any commission, fees, or similar expenses to be paid in connection with such transaction.	N/A
Identification of any known or suspected regulatory liabilities, filings or obligations associated with the De Minimis Asset, including the party to assume responsibility for such liabilities, filings or obligations following the proposed sale or acquisition.	N/A